FAIR WIND SECRETARIAL SERVICES LIMITED

富榮秘書服務有限公司



3rd Floor, Kailey Tower, 16 Stanley Street, Central, Hong Kong. 香港中環士丹利街十六號騏利大廈三樓 Tel: 2827 1778 • Fax: 2827 4790 • E-mail: fw@fairwind.com.hk



Stanley Street, Central, Hong Kong. 街十六號縣利大廈九樓 4836 • E-mail: fw@fairwind.com.hk

Your Ref:

Our Ref:

S/5411/89

LTO/sl

9th May, 2005

Securities and Exchange Commission, Division of Corporate Finance, Office of International Corporate Finance, Room 3045 (Stop 3-4), 450 Fifth Street, Washington, D.C.20549, United States of America. CAPPEL

THE CASE OF THE CA

Ladies and Gentlemen,

Re: Starlight International Holdings Limited

("the Company")

Rule 12g3-2(b) Exemption

File No.82-3594

Pursuant to Rule 12g3-2(b)(1)(iii), and on behalf of the Company, enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on January 11, 1994.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), and that neither this letter nor the Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2827 4748 in Hong Kong if you have any questions.

Thank you for your attention.

Yours faithfully,
For and on behalf of
PROCESSED AIR WIND SECRETARIAL SERVICES

MAY 2 4 2005

FINANCIAL

LO Tai On Director

LIMITED

Enc. c.c. the Company

0000014

Annex A to Letter to the SEC dated 9th May, 2005 of Starlight International Holdings Limited

The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2, which exemption was established on January 11, 1994:-

DESCRIPTION OF DOCUMENT

1. Title : Notification of Repurchases of Company's Shares

Date : 19th April, 2005

22nd April, 2005

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title: Notification of movement of securities in Hong Kong

Date : 30th April, 2005

Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and

THE STOCK EXCHANGE OF HONG KONG LIMITED

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")

FORM G

		FURM	G		
			Case Numl	ber:	
					By Fax/Hand
To: The Head of the The Listing Divis The Stock Excha		ited		Date: 19th	April 2005
Dear Sir,					
Name of Company:	Starlight Internation	nal Holdings L	Limited (Stock Cod	e : 0485)	
Description of Secu	rities: Ordinary Sha	res .			
A. Purchase Re	port				
We hereby report the	e following purchases b	y our company	of the above securi	ties.	
	Number of		Price per Share	HKD	
Trading Day/Date	Securities <u>Purchased</u>	Method of Purchase*	or Highest Price Paid \$	Lowest Price Paid \$	Total Paid \$
19th April 2005	135,000 on	the Exchange	0.6700	0.6700	90,450.00
	Nagarakan da 1 dia 1 a manaman Talkada ma katanda da 1 a may mahaba taking				namen (1981) v Proportography de de la contraction (1981) est de la contra
Total	135,000				90,450.00
B. <u>Additional I</u>	nformation for compa	ny's whose pr	imary listing is on	the Exchange	
1. Total	number of such securit	ies purchased o	on the Exchange in		,
the m	onth to date (including t	hose reported i	n A above)	(a)	135,000
	e Exchange, on anoth or by general offer.	er stock excha	ange (stating the n	ame of the excha	nge), by private
2. % of 1	previous months turnov	er acquired this	month to date	The sittle and the state of the	0.319 %
. ((a) v 100	•)		

42,285,027

THE STOCK EXCHANGE OF HONG KONG LIMITED (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3.	Number of such securities purchased on the Exchange year to date (since ordinary resolution)		985,000
4.	% of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution		
	((b) x 100) 763,458,114		0.129 %
here ha 2004 w were ma made on	by confirm that the purchases set out in A above which we need with the listing rules of the Exchange entitled "Rules Gove been no material changes to the particulars contained in which has been filed with the Exchange. We also confirm the deen another stock exchange were made in accordance with that other exchange. Additional Information for company's whose primary listing the confirmation for company's whose primary listing the confirmation for company's whose primary listing the company's whose primary listing the confirmation for company confirmation for company confirmation for company confirmation confirmation confirmation confirmation confirmation conf	overning the Listing the Explanatory State at any purchases set th the domestic rules	of Securities" and that tement dated 30 July, out in A above which applying to purchases
			ck exchange
1	Total number of such securities purchased on the Exch the month to date (including those reported in A above)		0
2	. % of previous months turnover acquired this month to da	te	
	((a) x 100) previous months turnover on the Exchange		0.000 %
accorda: confirm	beby confirm that the purchases set out in A above which we nee with the listing rules of the Exchange entitled "Rules Go that any purchases set out in A above which were made nee with the domestic rules applying to purchases made on that	overning the Listing on another stock e	of Securities". We also
	You	urs faithfully	
	Na: Lat for	me: u Sak Kai and on behalf of	Holdings Limited



THE STOCK EXCHANGE OF HONG KONG LIMITED

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE EXCHANGE")

FORM G

					Case Num	ber:	
							By Fax/Hand
T	he Listir	ng Divisi	isting Division on ge of Hong Kong Li	mited		Date: 22 /	April, 2005
Dear	Sir,						
Name	e of Con	npany:	Starlight Internati	onal Holdings	Limited (Stock Cod	le : 0485)	
Descr	ription (of Secur	ities: Ordinary Sh	ares			
Ą.	Purch	ase Rep	ort				
We h	ereby re	port the	following purchases	by our company	of the above securi	ties.	
			21 1 0		D : 01	HKD	
<u>Tradi</u>	ing Day/	' <u>Date</u>	Number of Securities <u>Purchased</u>	Method of Purchase*	Price per Share or Highest Price <u>Paid \$</u>	Lowest Price Paid \$	Total Paid \$
22 Ap	pril, 200	5	250,000 c	n the Exchange	0.6800	0.6800	170,000.00
	Total		250,000				170,000.00
		,				. 	Andrew Control of the
B.	Addit	ional In	formation for comp	any's whose pr	rimary listing is on	the Exchange	
	1.		umber of such secur oth to date (including			(a)	385,000
*			Exchange, on another by general offer.	her stock exch	ange (stating the na	ame of the exchar	ige), by private
	2.	% of pr	evious months turno	ver acquired this	s month to date	and the contract of the second of the second of the	0.910 %
,		((a) x 10	0)		

42,285,027

THE STOCK EXCHANGE OF HONG KONG LIMITED (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

	3.	Number of such securities purchased on the Exchange in the year to date (since ordinary resolution)	(b)	1,235,000
	4.	% of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution		
		((b) x 100)		
		((b) x 100) 763,458,114	The same a subday and a subday and a	0.162 %
accord there h 2004 were n	ance lave l whic hade	confirm that the purchases set out in A above which were made with the listing rules of the Exchange entitled "Rules Governing een no material changes to the particulars contained in the Explanta has been filed with the Exchange. We also confirm that any point another stock exchange were made in accordance with the dost other exchange.	the Listing of anatory Statem urchases set ou	Securities" and that nent dated 30 July, at in A above which
C.	Add	tional Information for company's whose primary listing is on a	another stock	exchange
	1.	Total number of such securities purchased on the Exchange in the month to date (including those reported in A above)	(a)	0
	2.	% of previous months turnover acquired this month to date		
		((a) x 100) previous months turnover on the Exchange		
		previous months turnover on the Exchange		0.000 %
			a % mand Pr _{ad} e up-gappen And Pr _{ade p} ara para a	CONTRACTOR
accord confirm	ance n tha	confirm that the purchases set out in A above which were made with the listing rules of the Exchange entitled "Rules Governing any purchases set out in A above which were made on anot with the domestic rules applying to purchases made on that other e	the Listing of the stock exch	Securities". We also
		Yours faithf	fully	
		Signed Name: Lau Sak Ka for and on b Starlight Int		dings Limited

	ГО:
Hong Kong Limited	The Research & Planning Department of The Stock Exchange of

From: Starlight International Holdings Limited (Name of Company)

Mr. Peter LEE Yip Wah

(Name of Responsible Official)

Tel No.: 2827 1778

Date: 3rd May, 2005

(A) Information of Types of Listed Equity Securities:

(please tick wherever applicable)

2 Other classes of shares

Ordinary shares

- ۷
- 2. Preference shares:

Other classes of shares

please specify:

Warrants

please specify:

(B) Movement in Authorised Share Capital:

Balance at close of preceding	No. of Ordinary shares/Preference shares/other classes of shares	<u>Par</u>	Value (HK\$)
month:	1,250,000,000	\$0.40	
Increase/(Decrease) (SGM approval date):	Nii	Nii	
Balance at close of the month:	1,250,000,000	\$0.40	

2

1	(C) Movement in Issued Share Capital:	apital:	
762,608,114 (385,000) 6 the month: 762,223,114	Rollings at close of preceding	No. of Ordinary shares	No. of Preference shares
(385,000) (385,000) 762,223,114	month:	762,608,114	Nil
762,223,114	Increase/(Decrease) during the month	(385,000)	Nil
	Balance at close of the month:	762,223,114	Nii

(D) Details of Movement:

		* 5	,	
	המצה מהוהוה מוו	lance delete an		The transfer of the contractions
	C HISCH INCH	1		
	piedse delete alla lilsell. IN/W. Miletevet iliapplication	" who were in amblicable		
	1010	<u> </u>		

						Subscription price HK\$
						2.
						Subscription price HK\$
	Nominal Value (HK\$)		Exercised (HK\$)		Nominal Value (HK\$)	WARRANTS* Date of Expiry
						Exercise price: HK\$
		_				adopted on
						2. Employee share option scheme
	1,500,000	Nil	N.I.	N:I	1,500,000	Exercise price: HK\$0.67
	2,650,000	N:	N _I	N.	2,650,000	Exercise price: HK\$0.814
	3,000,000	Nii	N.	NI	3,000,000	Exercise price: HK\$0.808
	15,144,000	N:I	Nii	N:I	15,144,000	Exercise price: HK\$0.86
	4,700,500	N.I.	N.I.	N:I	4,700,500	Exercise price: HK\$0.40
						adopted on 12th September, 2002
	- 					1. Employee share option scheme
						Туре
	No. of Options	Cancelled	Exercised	Granted	No. of Options	SHARE OPTIONS*
IHEKEFROM	MONIH				MONTH	
ARISING	CLOSE OF THE				PRECEDING	
NEW SHARES	IN ISSUE AT	G THE MONTH	MOVEMENT DURING THE	MOVEM	CLOSE OF	TYPE OF SECURITIES
IN NO. OF	SECURITIES				IN ISSUE AT	
					SECURITIES	
				e	wherever inapplicab	* please delete and insert "N/A" wherever inapplicable

Remarks:

Authorised Signatory:

Name: Peter LEE

Title: Secretary

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